

Form 5471 (Rev. 5-2001)

**Schedule G Other Information**

Yes No

1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? .....

If "Yes," see the instructions for required attachment.

2 During the tax year, did the foreign corporation own an interest in any trust? .....

3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? .....

If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	-13,502,505.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a	Capital gains or losses .....		
b	Depreciation and amortization .....		
c	Depletion .....		
d	Investment or incentive allowance .....		
e	Charges to statutory reserves .....		
f	Inventory adjustments .....		
g	Taxes .....		
h	Other (attach schedule) .....		
3	Total net additions .....	136,246.	
4	Total net subtractions .....	0.	5.
5a	Current earnings and profits (line 1 plus line 3 minus line 4) .....	136,251.	
5b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) .....		
5c	Combine lines 5a and 5b .....		-13,638,756.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions) .....		-267,865.
	Enter exchange rate used for line 5d ►		0.0196400

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income .....	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1)) .....	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? .....
- Did any such income become unblocked during the tax year (see section 984(b))? .....

If the answer to either question is "Yes," attach an explanation.

000766 09/03/2002

**SCHEDULE J**  
**(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number  
65-0773649

Name of foreign corporation

W.R. GRACE (PHILIPPINES)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-1,281,224.	28,435,832.				27,154,608.
2a Current year E&P						
b Current year deficit in E&P	13,638,756.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-14,919,980.	28,435,832.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-14,919,980.	28,435,832.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applicable)	-14,919,980.	28,435,832.	0.	0.	0.	13,515,852.

Schedule J (Form 5471) (Rev. 5-2001)

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

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**SCHEDULE M**  
**(Form 5471)**  
(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471  
W. R. GRACE & CO. & SUBSIDIARIES

Identifying number  
65-0773649

Name of foreign corporation

W. R. GRACE (PHILIPPINES)

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Philippines Peso 0.0196400

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....			1,364,164.		
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....			547,125.		
4 Commissions received.....					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received.....					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8 .....	0.	0.	1,911,289.	0.	0.
10 Purchases of stock in trade (inventory).....		170,801.	871,126.		
11 Purchases of tangible property other than stock in trade.....					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....		63,808.			
16 Dividends paid.....					
17 Interest paid.....		112,795.			
18 Add lines 10 through 17 .....	0.	347,404.	871,126.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...		4,256,042.			

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000766 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (PHILIPPINES)

Statement 1  
65-0773649

Tax Year Ended 12/31/2001

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## Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	-6,897,237	-135,462
Total	-6,897,237	-135,462

000766 09/03/2002  
 W. R. GRACE & CO. & SUBSIDIARIES  
 W.R. GRACE (PHILIPPINES)

STATEMENT 2  
 65-0773649

Tax Year Ended 12/31/2001

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Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	1,126,160	22,118
CHARITABLE DEDUCTIONS	2,500	49
ADVERTISING	3,024,005	59,391
GENERAL STATIONARY AND SU	2,361,236	46,375
TELEPHONE COMMUNICATIONS	19,569,742	384,350
OPERATING COSTS	6,722,387	132,028
UTILITIES	1,790,887	35,173
REPAIRS AND MAINTENANCE	1,035,201	20,331
INSURANCE	2,374,273	46,631
SERVICE CHARGES	6,350,685	124,727
EXPENSE TRANSFERS	-295,953	-5,813
AMORTIZATION CHARGES	97,373	1,912
OTHER DEDUCTIONS	1,229,997	24,157
INTER CORP. - OTHER EXP.	1,691,083	33,213
 Total	47,079,576	924,642

000766 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (PHILIPPINES)

Statement 3  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

## Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----		
OTHER PREPAYMENTS AND OTH	56,182	22,354
-----		
Total	56,182	22,354
=====	=====	=====

000766 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (PHILIPPINES)

STATEMENT 4  
65-0773649

Tax Year Ended 12/31/2001

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Schedule F, line 7. -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	63,825	48,088
Total	63,825	48,088

000766 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (PHILIPPINES)

STATEMENT 5  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	240,149	203,368
Total	240,149	203,368

000766 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (PHILIPPINES)

Statement 6  
65-0773649

Tax Year Ended 12/31/2001

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Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	29,268	-74,278
INCOME TAXES PAYABLE	-308	-298
ACCRUED CURRENT LIABILITI	290,413	231,675
INTER CORPORATE BAL. WITH	-346,005	-489,836
<b>Total</b>	<b>-26,632</b>	<b>-332,737</b>

000766 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (PHILIPPINES)

STATEMENT 7  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
	0	0
Total	0	0

Form 5471

(Rev. May 2001)

Department of the Treasury  
Internal Revenue ServiceInformation Return of U.S. Persons With  
Respect To Certain Foreign Corporations

► See separate Instructions.

OMB No. 1545-0704

File In Duplicate  
(see When and  
Where To File in the  
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01 , 2001 , and ending 12/31 , 2001

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01 , 2001 , and ending 12/31 , 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation

GRACE SP. ZOO.

NIEDZWIEDZIA ST. 10A

02-737 WARSAW, POLAND

b Employer identification number, if any

C Country under whose laws incorporated

POLAND

d Date of incorporation	e Principal place of busn.	f Principal business activity code number	g Principal business activity	h Functional currency
1/20/98	POLAND	325900	OTHER CHEMICALS PRODUCT MFG	Polish Zloty

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation		d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different

## Schedule A | Stock of the Foreign Corporation

## Part I — ALL Classes of Stock

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	4,000	4,000

## Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate Instructions.

Form 5471 (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

**Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)**

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder <i>(Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)</i>	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO. -CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	4,000	4,000	
*A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO.				

Form 5471 (Rev. 5-2001)

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)**

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 POLAND	55,892.	0.2513419	14,048.
3			
4			
5			
6			
7			
8 Total.....			14,048.

**Schedule F Balance Sheet**

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash .....	10,587.	63,226.
2a Trade notes and accounts receivable.	668.	803.
b Less allowance for bad debts.	( -11,511.)	( 104,218.)
3 Inventories .....	4,800.	
4 Other current assets (attach schedule).....	SEE STATEMENT 3.	
5 Loans to stockholders and other related persons.	40,150.	17,288.
6 Investment in subsidiaries (attach schedule) .....		
7 Other investments (attach schedule) .....	0.	0.
8a Buildings and other depreciable assets .....	193,828.	195,425.
b Less accumulated depreciation .....	( 60,901.)	( 71,982.)
9a Depletable assets .....		
b Less accumulated depletion .....	( )	( )
10 Land (net of any amortization) .....		
11 Intangible assets:		
a Goodwill .....		
b Organization costs .....		
c Patents, trademarks, and other intangible assets .....		
d Less accumulated amortization for lines 11a, b, and c .....		
12 Other assets (attach schedule).....	0.	0.
13 Total assets .....	200,643.	100,542.
Liabilities and Stockholders' Equity		
14 Accounts payable .....	55,629.	57,607.
15 Other current liabilities (attach schedule).....	SEE STATEMENT 4.	194,561. -127,450.
16 Loans from stockholders and other related persons .....		223,791.
17 Other liabilities (attach schedule) .....	SEE STATEMENT 5.	-5,431. -5,624.
18 Capital stock:		
a Preferred stock .....		
b Common stock .....		
19 Paid-in or capital surplus (attach reconciliation) .....	97,093.	100,545.
20 Retained earnings .....	0.	0.
21 Less cost of treasury stock .....	-141,209.	-148,327.
22 Total liabilities and stockholders' equity .....	( )	( )
	200,643.	100,542.

Form 5471 (Rev. 5-2001)

GRACE SP. ZOO.

**Schedule G Other Information**

Yes No

1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? .....

If "Yes," see the instructions for required attachment.

2 During the tax year, did the foreign corporation own an interest in any trust? .....

3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? .....

If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.....	1	- 8,349.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses.....		
b Depreciation and amortization.....		
c Depletion.....		
d Investment or incentive allowance.....		
e Charges to statutory reserves.....		
f Inventory adjustments.....		
g Taxes.....	152,069.	
h Other (attach schedule).....	1.	0.
3 Total net additions.....	152,070.	
4 Total net subtractions.....		0.
5a Current earnings and profits (line 1 plus line 3 minus line 4).....	5a	143,721.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions).....	5b	
c Combine lines 5a and 5b.....	5c	143,721.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).....	5d	35,127.

Enter exchange rate used for line 5d ►

0.2444100

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions) .....	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions).....	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions).....	4	
5 Factoring income.....	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions .....	6	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1)) .....	7	
8 Exchange gain or (loss) on a distribution of previously taxed income.....	8	

Yes No

- Was any income of the foreign corporation blocked? .....
- Did any such income become unblocked during the tax year (see section 964(b))? .....

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J**  
**(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number  
65-0773649

Name of foreign corporation

GRACE SP. ZOO.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	2,046,914.					2,046,914.
2a Current year E&P	143,721.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	2,190,635.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	2,190,635.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applicable.)	2,190,635.	0.	0.	0.	0.	2,190,635.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

**SCHEDULE M**  
**(Form 5471)**  
(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number  
65-0773649

Name of foreign corporation

GRACE SP. ZOO.

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Polish Zloty 0.2444100

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....					
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....				677,062.	
4 Commissions received .....					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received .....					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8 .....	0.	0.	677,062.	0.	0.
10 Purchases of stock in trade (inventory).....					
11 Purchases of tangible property other than stock in trade .....					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....					
16 Dividends paid .....					
17 Interest paid .....			22,081.		
18 Add lines 10 through 17 .....	0.	0.	22,081.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...			207,737.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000417 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SP. ZOO.

Statement 1  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	7,293	1,782
Total	7,293	1,782

000417 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SP. ZOO.

Statement 2  
65-0773649

Tax Year Ended 12/31/2001

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Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	472,019	115,366
ADVERTISING	308,424	75,382
GENERAL STATIONARY AND SU	58,133	14,208
TELEPHONE COMMUNICATIONS	389,983	95,316
OPERATING COSTS	65,678	16,052
UTILITIES	101	25
SERVICE CHARGES	155,617	38,034
EXPENSE TRANSFERS	-2,770,536	-677,147
OTHER DEDUCTIONS	16,134	3,943
Total	-1,304,447	-318,821

000417 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SP. ZOO.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	40,150	17,288
Total	40,150	17,288

000417 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SP. ZOO.

Statement 4  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	40,301	41,734
INCOME TAXES PAYABLE	-1,774	-6,929
ACCRUED CURRENT LIABILITIES	15,363	4,934
OTHER CURRENT LIABILITIES	141,817	-855
INTER CORPORATE BAL. WITH	-1,146	-166,334
 Total	194,561	-127,450

000417 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SP. ZOO.

STATEMENT 5  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	-5,431	-5,624
Total	-5,431	-5,624

Form 5471.

(Rev. May 2001)

Department of the Treasury  
Internal Revenue ServiceInformation Return of U.S. Persons With  
Respect To Certain Foreign Corporations

► See separate Instructions.

OMB No. 1545-0704

File in Duplicate

(see When and  
Where To File in the  
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01 , 2001 , and ending 12/31 , 2001

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01 , 2001 , and ending 12/31 , 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation

A/O GRACE KRIZ (RUSSIA)  
KALININSK, SARATOVSKAYA OBLAST  
412450 RUSSIAN FEDERATION

b Employer identification number, if any

C Country under whose laws incorporated  
RUSSIA

d Date of incorporation	e Principal place of busn.	f Principal business activity code number	g Principal business activity	h Functional currency
12/27/94	RUSSIA	325900	OTHER CHEMICAL PRODUCT MFG	Rubles

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show: (i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different  J PEACH c/o DAREX UK LTD., AJAX AVENUE, SLOUGH, BERKSHIRE SL1 4BH, UNITED KINGDOM	

## Schedule A Stock of the Foreign Corporation

## Part I — ALL Classes of Stock

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY	283,200	283,200

## Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate Instructions.

Form 5471 (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

A/O GRACE KRIZ (RUSSIA)

**Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)**

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder <i>(Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)</i>	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO. - CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	ORDINARY	144,400	144,400	
*A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO.				

51

**Schedule C Income Statement (See the instructions.)**

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
I N C O M E	1a Gross receipts or sales .....	1a 29,838,000.	1,019,862.
	1b Returns and allowances .....		
	1c Subtract line 1b from line 1a .....	1c 29,838,000.	1,019,862.
D E D U C T I O N S	2 Cost of goods sold .....	2 18,907,000.	646,241.
	3 Gross profit (subtract line 2 from line 1c) .....	3 10,931,000.	373,621.
	4 Dividends .....	4	
	5 Interest .....	5	
	6 Gross rents, royalties, and license fees .....	6	
	7 Net gain or (loss) on sale of capital assets .....	7	
	8 Other income (attach schedule) .....	8 SEE STATEMENT. 1.	4,477.
	9 Total income (add lines 3 through 8) .....	9 11,062,000.	378,098.
I N C O M E	10 Compensation not deducted elsewhere .....	10	
	11 Rents, royalties, and license fees .....	11	
	12 Interest .....	12	
	13 Depreciation not deducted elsewhere .....	13	
	14 Depletion .....	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes) .....	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) .....	16 SEE STATEMENT. 2.	7,110.
	17 Total deductions (add lines 10 through 16) .....	17 208,000.	7,110.
I N C O M E	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) .....	18 10,854,000.	370,988.
	19 Extraordinary items and prior period adjustments (see instructions) .....	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions) .....	20 3,838,000.	131,183.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) .....	21 7,016,000.	239,805.

Form 5471 (Rev. 5-2001)

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)**

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.				
2 RUSSIA		3,838,000.	0.0341800	131,183.
3				
4				
5				
6				
7				
8 Total				131,183.

**Schedule F Balance Sheet**

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

	Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		31,560.	107,089.
2a Trade notes and accounts receivable		20,000.	58,828.
b Less allowance for bad debts		( )	( )
3 Inventories		139,720.	125,392.
4 Other current assets (attach schedule)	SEE STATEMENT 3.	3,080.	0.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		150,640.	113,772.
b Less accumulated depreciation		( )	( )
9a Depletable assets		( )	( )
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs		0.	
c Patents, trademarks, and other intangible assets		160.	132.
d Less accumulated amortization for lines 11a, b, and c		( )	( )
12 Other assets (attach schedule)		0.	0.
13 Total assets		345,160.	405,213.
	Liabilities and Stockholders' Equity		
14 Accounts payable		10,960.	6,979.
15 Other current liabilities (attach schedule)			0.
16 Loans from stockholders and other related persons			
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock			
19 Paid-in or capital surplus (attach reconciliation)		113,280.	93,229.
20 Retained earnings		71,240.	59,486.
21 Less cost of treasury stock		149,680.	245,519.
22 Total liabilities and stockholders' equity		345,160.	405,213.

Form 5471 (Rev. 5-2001)

**Schedule G Other Information**

Yes No

1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? .....    
If "Yes," see the instructions for required attachment.

2 During the tax year, did the foreign corporation own an interest in any trust? .....

3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? .....    
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	7,016,000.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a	Capital gains or losses .....		
b	Depreciation and amortization .....		
c	Depletion .....		
d	Investment or incentive allowance .....		
e	Charges to statutory reserves .....		
f	Inventory adjustments .....		
g	Taxes .....		
h	Other (attach schedule) .....	0.	0.
3	Total net additions .....	0.	
4	Total net subtractions .....		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4) .....	5a	7,016,000.
5b		5b	
5c		5c	7,016,000.
5d		5d	239,807.

Enter exchange rate used for line 5d ►

0.0341800

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions) .....	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions) .....	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) .....	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) .....	4	
5	Factoring income .....	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions .....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1)) .....	7	
8	Exchange gain or (loss) on a distribution of previously taxed income .....	8	

Yes No

- Was any income of the foreign corporation blocked? .....
- Did any such income become unblocked during the tax year (see section 964(b))? .....

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J Case 01-01139 AMC** **Accumulated Earnings and Profits E&P** **Page 26 of 38**  
**(Form 5471)** **of Controlled Foreign Corporation**

OMB No. 1545-0704

(Rev. May 2001)  
 Department of the Treasury  
 Internal Revenue Service

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number  
 65-0773649

Name of foreign corporation

A/O GRACE KRIZ (RUSSIA)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	3,326,000.					3,326,000.
2a Current year E&P	7,016,000.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	10,342,000.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P	3,300,223.					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	7,041,777.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	7,041,777.	0.	0.	0.	0.	7,041,777.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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**SCHEDULE M**  
**(Form 5471)**  
(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471  
**W. R. GRACE & CO. & SUBSIDIARIES**

Identifying number  
**65-0773649**

Name of foreign corporation

**A/O GRACE KRIZ (RUSSIA)**

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► **Rubles 0.0341800**

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....					
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received .....					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received .....					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8 .....	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory).....					
11 Purchases of tangible property other than stock in trade .....					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....					
16 Dividends paid .....			56,406.		
17 Interest paid .....					
18 Add lines 10 through 17 .....	0.	0.	56,406.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000758 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
A/O GRACE KRIZ (RUSSIA)

Statement 1  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

## Other Income

Description	Functional Currency	U.S. Dollars
Other Income	131,000	4,477
Total	131,000	4,477

000758 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
A/O GRACE KRIZ (RUSSIA)

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
Other Deductions	208,000	7,110
Total	208,000	7,110

000758 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
A/O GRACE KRIZ (RUSSIA)

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	3,080	
Total	3,080	0

Form 5471

(Rev. May 2001)

Department of the Treasury  
Internal Revenue ServiceInformation Return of U.S. Persons With  
Respect To Certain Foreign Corporations

► See separate instructions.

OMB No. 1545-0704

Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001File In Duplicate  
(see When and  
Where To File in the  
instructions)

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

## A Identifying number

65-0773649

## B Category of filer (See instructions. Check applicable box(es))

1  2  3  4  5 

## C Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period

100 %

## D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

## 1a Name and address of foreign corporation

DAREX CIS LLC  
ULITSA SMOLNAYA 24/D, 8TH FLOOR  
MOSCOW, RUSSIAN FEDERATION 125445

## b Employer identification number, if any

C Country under whose laws incorporated  
CIS

d Date of incorporation	e Principal place of busn.	f Principal business activity code number	g Principal business activity	h Functional currency
3/25/98	RUSSIA	325900	OTHER CHEMICALS PRODUCT MFG	Rubles

## 2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)

C Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different
---	--

## Schedule A Stock of the Foreign Corporation

## Part I — ALL Classes of Stock

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
RUBLES/ORDINARY	1,535,220	1,535,220

## Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form 5471 (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

DAREX CIS LLC

**Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)**

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder <i>(Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)</i>	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO.-CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	RUBLES/ORDINARY	1,535,220	1,535,220	
*A WHOLLY OWNED SUBSIDIARY OF W.R. GRACE & CO.				
				100

**Schedule C Income Statement (See the instructions.)**

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
I N C O M E	1a	63,705,631.	2,177,458.
D E D U C T I O N S	1b	63,705,631.	2,177,458.
I N C O M E	1c	35,686,992.	1,219,782.
D E D U C T I O N S	2	28,018,639.	957,676.
I N C O M E	4		
D E D U C T I O N S	5	623,135.	21,299.
I N C O M E	6		.
D E D U C T I O N S	7		
I N C O M E	8	297,977.	10,185.
D E D U C T I O N S	9	28,939,751.	989,160.
I N C O M E	10	5,411,361.	184,960.
D E D U C T I O N S	11	1,691,269.	57,807.
I N C O M E	12		
D E D U C T I O N S	13	53,244.	1,820.
I N C O M E	14		
D E D U C T I O N S	15	341,341.	11,667.
I N C O M E	16	1,349,830.	46,137.
I N C O M E	17	8,847,045.	302,391.
I N C O M E	18		
I N C O M E	19		
I N C O M E	20		
I N C O M E	21	12,898,603.	440,875.

Form 5471 (Rev. 5-2001)

DAREX CIS LLC

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)**

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 RUSSIA	7,149,906.	0338806	242,243.
3			
4			
5			
6			
7			
8 Total.....			242,243.

**Schedule F Balance Sheet**

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash .....	744,644.	714,394.
2a Trade notes and accounts receivable.....	78,679.	31,039.
b Less allowance for bad debts.....	( -1,283.)	( -3,496.)
3 Inventories .....	102,484.	125,720.
4 Other current assets (attach schedule).....	SEE STATEMENT. 3.	
5 Loans to stockholders and other related persons.....		
6 Investment in subsidiaries (attach schedule) .....		
7 Other investments (attach schedule) .....		
8a Buildings and other depreciable assets .....		
b Less accumulated depreciation .....		
9a Depletable assets.....		
b Less accumulated depletion.....		
10 Land (net of any amortization) .....		
11 Intangible assets:		
a Goodwill.....		
b Organization costs.....		
c Patents, trademarks, and other intangible assets .....		
d Less accumulated amortization for lines 11a, b, and c.....		
12 Other assets (attach schedule).....	SEE STATEMENT. 4.	
13 Total assets .....	949,414.	928,784.
Liabilities and Stockholders' Equity		
14 Accounts payable.....	7,070.	-3,908.
15 Other current liabilities (attach schedule).....	SEE STATEMENT. 5.	
16 Loans from stockholders and other related persons.....		
17 Other liabilities (attach schedule) .....		
18 Capital stock:		
a Preferred stock.....		
b Common stock.....		
19 Paid-in or capital surplus (attach reconciliation).....		
20 Retained earnings .....	906,276.	841,288.
21 Less cost of treasury stock.....	( )	( )
22 Total liabilities and stockholders' equity .....	949,414.	928,784.

Form 5471 (Rev. 5-2001)

DAREX CIS LLC

**Schedule G Other Information**

Yes No

1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? .....    
If "Yes," see the instructions for required attachment.

2 During the tax year, did the foreign corporation own an interest in any trust? .....

3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? .....    
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	12,898,603.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	
a	Capital gains or losses .....	
b	Depreciation and amortization .....	
c	Depletion .....	
d	Investment or incentive allowance .....	
e	Charges to statutory reserves .....	
f	Inventory adjustments .....	
g	Taxes .....	44,197.
h	Other (attach schedule) .....	0. 0.
3	Total net additions .....	44,197.
4	Total net subtractions .....	0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4) .....	12,942,800.
5b		
5c	Combine lines 5a and 5b .....	12,942,800.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions). .....	442,385.

Enter exchange rate used for line 5d ►

0.0341800

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions) .....	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions) .....	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) .....	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) .....	4	
5	Factoring income .....	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions .....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1)) .....	7	
8	Exchange gain or (loss) on a distribution of previously taxed income. ....	8	

Yes No

- Was any income of the foreign corporation blocked? .....
- Did any such income become unblocked during the tax year (see section 964(b))? .....

 

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J**  
**(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)**  
**of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number  
65-0773649

Name of foreign corporation

DAREX CIS LLC

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	22,656,835.					22,656,835.
2a Current year E&P	12,942,800.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	35,599,635.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	35,599,635.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	35,599,635.	0.	0.	0.	0.	35,599,635.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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## SCHEDULE M

(Form 5471)

(Rev. May 2001)

Department of the Treasury

Internal Revenue Service

Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

DAREX CIS LLC

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Rubles 0.0341800

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....					
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received .....					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). ....					
7 Interest received .....					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8 .....	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory).....			1,233,171.		
11 Purchases of tangible property other than stock in trade .....					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....					
16 Dividends paid .....			341,837.		
17 Interest paid .....					
18 Add lines 10 through 17 .....	0.	0.	1,575,008.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...					

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000421 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
DAREX CIS LLC

Statement 1  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	297,977	10,185
Total	297,977	10,185

000421 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
DAREX CIS LLC

Statement 2  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	796,523	27,225
ADVERTISING	55,121	1,884
GENERAL STATIONARY AND SU	44,617	1,525
TELEPHONE COMMUNICATIONS	403,929	13,806
SERVICE CHARGES	49,640	1,697
 Total	1,349,830	46,137